

County of Loudoun
Department of Planning

MEMORANDUM

DATE: November 24, 2009
TO: Loudoun County Planning Commission
FROM: Stephen Gardner, Project Manager
SUBJECT: December 1, 2009 Planning Commission Work Session
Stone Ridge Commercial; ZMAP 2006-0011 & ZCPA 2006-0003

As an update to the November 12, 2009 Planning Commission Work Session memorandum, the following issues were identified as outstanding. A current status of each is included in bold type face.

1. **Specify in the Proffers that PD-OP Land Bay FF2B will be developed to a minimum Floor Area Ratio (FAR) in a manner that is balanced with residential uses.** The commercial / residential linkage proffer included as part of ZMAP 2002-0013 & ZCPA 2002-0004 has been retained. Proffer I.E.2. (Attachment A-7; A-34) allows for a credit of 80,000 square feet of floor area against this proffer. The Applicant has requested this credit as relief for related commitments regarding minimum number of stories and architectural standards. ***Issues Status: Staff is supportive of the concept of a credit as corresponding commitments to number of stories, minimum square footage, and architectural standards provide assurance of a certain scale and quality of office development along Route 50. Staff does, however, recommend the language be clarified such that the credit is applied against future square footage developed in the land bay and is not in addition to any future square footage developed.***
2. **Proffer language should be included and/or revised to provide greater protection and preservation of Tree Conservation Areas (TCA) and Steep Slopes applicable to a riparian corridor adjacent to Land Bays 7 and 8.** Because the majority of the vegetation associated with the riparian corridor is located outside of Land Bays 7 and 8 in an area on the same tract but proposed to be retained as PD-H4, Staff had recommended Proffer VI.G. (Attachment A-15; A-42) be revised to reference the parcel pin number as opposed to the land bay. The Proffers have been revised as requested. ***Issue Status: Resolved.***
3. **All future improvements noted by the Traffic Impact Study necessary to realize the stated Levels of Service (LOS) should be constructed.** To ensure no detrimental impacts to LOS will be realized, Proffer II.B.8. (Attachment A-10; A-37-38) has been revised to state South Point Drive will be extended to Gum Spring Road (Route 659) contingent upon the following: 1) The opening of a four

land segment of West Spine Road to Route 50 and the establishment of a cul-de-sac on Gum Spring Road; or 2) The installation of intersection improvements, including turn lanes and signalization, if it is determined that Gum Spring Road is to remain open. ***Issue Status: Resolved.***

4. **Submit an appraisal for Public Use Sites # 3 and # 4. *Issues Status: Under review by the Department of Construction and Waste Management.***

STAFF RECOMMENDATION:

Staff recommends approval of this application and notes the following:

1. No increase in residential density and only a marginal increase in nonresidential square footage (i.e. 133 square feet) from that approved as part of ZMAP 2002-0013 & ZCPA 2002-0004 is proposed.
2. Acreage currently zoned CLI (Commercial Light Industry) is proposed to be converted to PD-OP (Planned Development – Office Park) with corresponding commitments to minimum square footage, number of stories, and architectural standards.
3. Acreage to accommodate a fire and rescue station and an expansion of the commuter parking lot has been provided.

SUGGESTED MOTION:

1. I move that the Planning Commission forward ZMAP 2006-0011 & ZCPA 2006-0003, Stone Ridge, to a subsequent Work Session for further discussion.

OR,

2. I move that the Planning Commission forward ZMAP 2006-0011 & ZCPA 2006-0003, Stone Ridge, to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statement dated November 16, 2009 and with the attached Findings for Approval.

OR,

3. I move that the Planning Commission forward ZMAP 2006-0011 & ZCPA 2006-0003, Stone Ridge, to the Board of Supervisors with a recommendation of denial.

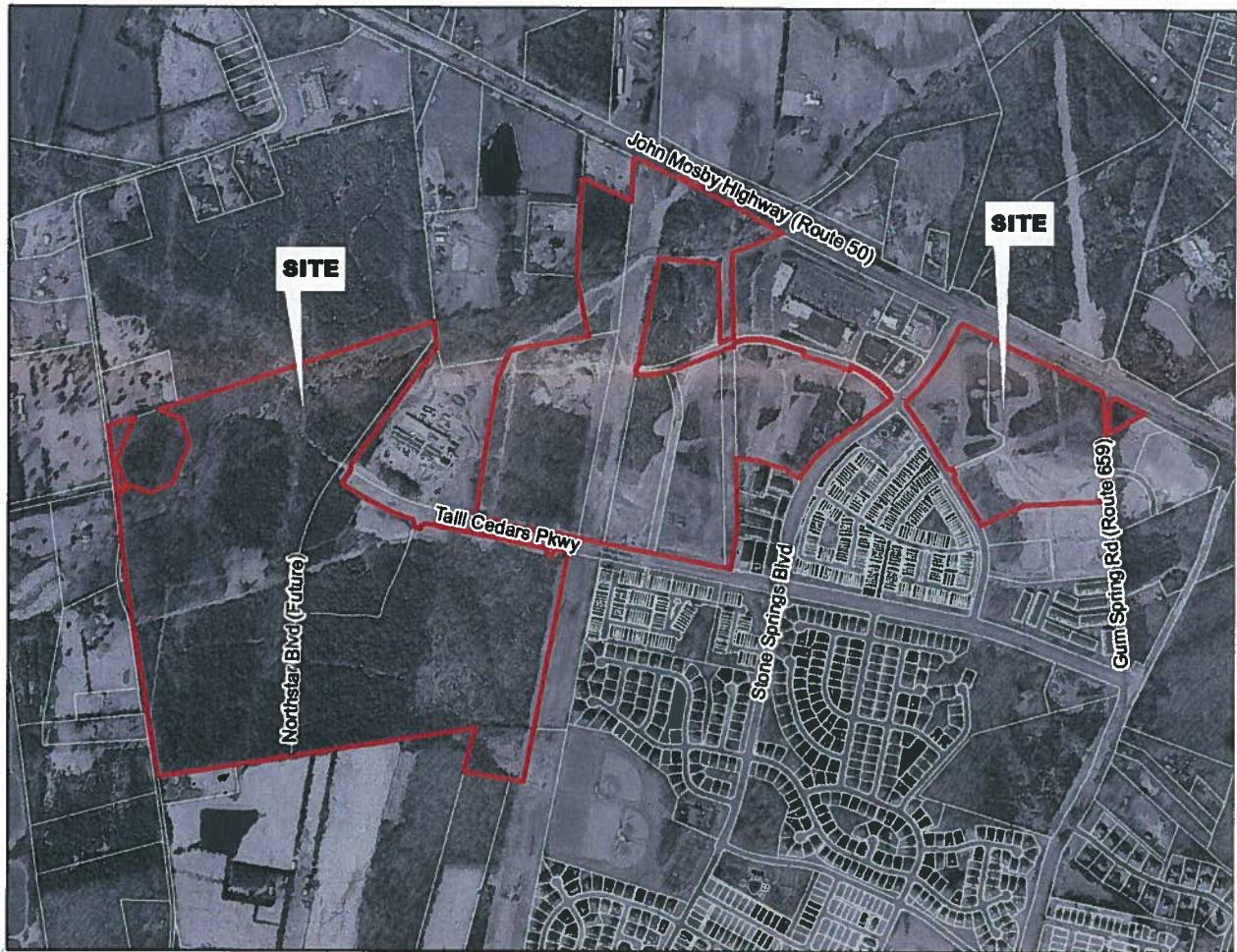
OR,

4. I move an alternate motion.

ATTACHMENTS:

1. Vicinity Map
2. Findings for Approval
3. Proffer Statement; dated November 16, 2009
4. Proffer Statement (Comparison Version to October 26, 2009); dated November 16, 2009
5. Building and Development, Zoning Administration, Memorandum; dated November 23, 2009

VICINITY MAP



Directions:

From Leesburg, take Evergreen Mills Road south to Gum Spring Road (Route 659). Turn right onto Gum Spring Road (Route 659). Proceed through the intersection of John Mosby Highway (Route 50). The subject site will be on the right at the intersection of Route 50. Additional access to the site is from Stone Springs Boulevard via Route 50 and Tall Cedars Parkway via Gum Spring Road.

FINDINGS FOR APPROVAL

1. The application proposes a Land Use Mix that is consistent with and does not deviate from that approved by the Board of Supervisors in December 2005 as part of ZMAP 2002-0013 & ZCPA 2002-0004, Stone Ridge.
2. Inclusive of the proposed modifications, the application complies with the requirements of the Revised 1993 Loudoun County Zoning Ordinance.
3. The conversion of acreage currently zoned CLI (Commercial Light Industry) to PD-OP (Planned Development – Office Park) is consistent with objectives articulated in the Revised General Plan intended to limit the development of incompatible land uses and with the Arcola Area / Route 50 Comprehensive Plan Amendment's recommendations that emphasis be placed on non-residential employment related land uses.
4. Conversion of residential land bays to non-residential and vice versus will provide for the realignment of residential and non-residential land uses that will consolidate and group like uses providing for a more compatible arrangement.
5. Uses proposed as part of this application will result in a one (1) percent increase in the number of daily vehicle trips over those uses currently approved. This incremental increase should have no additional impacts on Level of Service (LOS).

SECOND AMENDMENT TO
STONE RIDGE PROFFER STATEMENT

SUBMITTED BY

STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.

ZCPA 2006-0003

ZMAP 2006-0011

NOVEMBER 16, 2009

ATTACHMENT 3

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PROFFER STATEMENT

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Zoning Ordinance, as amended, (the "Zoning Ordinance"), Stone Ridge Community Development, L.L.C., Stone Ridge Community Development IV, L.L.C., and Stone Ridge Business Park Associates, L.L.C. (collectively, the "Owner"), the undersigned Owner of the property, identified as Loudoun County Parcel Identification Numbers PIN: 205-36-2224 (part), 204-37-4812, 204-26-9934, 204-26-3928, 204-36-0901, 204-36-4505, 204-46-2760 (part), 247-20-9549, 204-26-3927 (part), 247-28-4151, 247-18-9795 (part), 204-15-3843, 204-38-4096, and 204-47-0343 (collectively, the "Property"), on behalf of itself and its successors in interest, hereby voluntarily proffers that the development of the Property shall be in substantial conformity with the proffers set forth below if, and only if, ZCPA 2006-0003 and ZMAP 2006-0011 (the "Application") are approved. In the event the Application is denied, these proffers shall be void and of no further force or effect.

The Property includes portions of the 873-acre mixed-use project approved under ZMAP 1994-0017 and under ZMAP 2002-0013/ZCPA 2002-0004, (together the "Stone Ridge Applications"). The portions of the Stone Ridge Applications property which are not subject to this Application are hereinafter referred to as "Existing Stone Ridge". Existing Stone Ridge and the Property are collectively referred to herein as "Stone Ridge". This Application requests (i) the rezoning of a portion of the Property from the CLI and R-24 zoning districts to the PD-OP zoning district (Land Bay FF2B), (ii) the rezoning of a portion of the Property from the PD-H4 zoning district to the PD-IP zoning district (Land Bay 8), (iii) the rezoning of a portion of the Property from the PD-IP zoning district to the PD-H4 (administered as R-8) zoning district (Land Bay 5R) and to the R-24 zoning district (Land Bay 6), (iv) the rezoning of a portion of the Property from the PD-CC(SC) zoning district to the R-16 zoning district (Land Bay EE2A, portion); (v) the rezoning of a portion of the Property from the R-16 zoning district to the PD-CC(SC) zoning district (Land Bay EE1A); (vi) the relocation of previously approved residential units and proffered community facilities, and (vii) associated proffer and concept plan amendments. The Application also requests zoning ordinance modifications for the proposed PD-CC(SC) zoning district. The zoning ordinance modifications are listed in Exhibit C.

These proffers (the "Proffers"), if accepted, amend, supersede and replace only those proffers of (i) ZMAP 1994-0017 dated November 28, 1995, as amended by the Letter of Clarification dated December 14, 1995, and (ii) ZMAP 2002-0013/ZCPA 2002-0004 dated October 5, 2005, as amended by the Letter of Clarification dated November 30, 2005 (collectively, the "Existing Stone Ridge Proffers") referenced below. The remainder of the Existing Stone Ridge Proffers shall remain in full force and effect and shall apply to the Property. Where the Existing Stone Ridge Proffers apply to the Property, the term "Developer" used in the Existing Stone Ridge Proffers shall refer to the "Owner" as described herein.

I. CONCEPT DEVELOPMENT PLAN

The development of the Property subject hereof shall be in substantial conformity with the Concept Development Plan (the "CDP"), identified as Sheets 4 and 5 of the plans entitled "Stone Ridge Commercial ZCPA 2006-0003/ZMAP 2006-0011" and dated April 2006, as revised through October 23, 2009, and prepared by Urban Engineering and Associates, Inc. (the "Plans") (included by reference as Exhibit A). Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural and natural features,

development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of archaeological and/or wetland studies.

A. **TR-1UBF District.** Land Bay 1. Development of the TR-1UBF portion of the Property, shown as Land Bay 1 on Sheet 4 of the Plans, shall include no more than 94 residential units and may include any other use allowed in the TR-1UBF zoning district, including any permissible special exception use subject to the approval of the requisite special exception application. In any event, a minimum of 50 residential units shall be developed in Land Bay 1. In addition, this land bay previously included a site reserved for an LCSA water storage/pumping facility identified as "Proffered Water Tanks Site" on Sheet 4 of the approved CDP for ZMAP 2002-0013/ZCPA 2002-0004, as revised by ZCPA 2007-0007. The water tanks site has now been dedicated to LCSA and the site is further identified on Sheet 2 of the Plans as PIN: 247-19-1835.

B. **PD-H4 District.** Land Bays 2, 3, 4 and 5R. Residential development in Land Bays 2, 3, 4, and proposed Land Bay 5R, as shown on Sheets 4 and 5 of the Plans, shall include a maximum of 289 residential units, including affordable dwelling units ("ADUs"). Land Bay 2 shall include up to 54 single-family detached units, Land Bay 3 shall include up to 93 single-family attached units, Land Bay 4 shall include up to 79 single-family detached units, and Land Bay 5R shall include up to 63 single-family attached units. The ADUs shall be provided within Land Bays 3 and 5R and shall be shown on applicable record plats or residential site plans. Land Bay 5R shall also include the Proposed Homeowners Association ("HOA") Active Recreation Facility, as shown on Sheets 4 and 5 of the CDP as "Proposed HOA Active Recreation Facility". The referenced HOA is the same HOA as established pursuant to Proffer V., Owners Association, of the Existing Stone Ridge Proffers.

1. **Recreational Amenities.** The Proposed HOA Active Recreation Facility in Land Bay 5R shall include a swimming pool with a minimum water surface area of 2,000 sq.ft., at least one tennis court and a community building of at least 4,000 sq.ft., which the Owner shall construct and which will be open for use prior to the issuance of the 250th cumulative residential zoning permit within Land Bays 1, 2, 3, 4, and 5R.

C. **Other Suburban Residential Districts.**

1. **R-16 District.**

a. Land Bay EE2A. Development of Land Bay EE2A, as shown on Sheet 5 of the CDP, will include a maximum of 90 multi-family residential units, including 84 market-rate units and 6 ADUs. Land Bay EE2A may be consolidated with the undeveloped portion of adjacent Land Bay EE2 (PIN: 204-26-3927) for development purposes and such consolidated land bay shall include a cumulative maximum total of 229 multi-family residential units, including 214 market-rate units and 15 ADUs. The required number and location of the ADUs shall be shown on residential site plans. For purposes of proffer administration for the consolidated land bay, a lump sum capital facilities contribution payment or credit of \$1,059,324 (\$12,611 times 84 market-rate units) shall be due upon the issuance of the first residential zoning permit in the consolidated land bay. All market-rate units in excess of 84 within the consolidated land bay shall be subject to the capital facilities contribution specified in ZMAP 1994-0017.

(i). **Recreational Amenities.** The Owner shall construct a separate clubhouse of at least 3,000 sq.ft. and a swimming pool with a minimum water surface area of 1,500 sq.ft. within Land Bay EE2A, identified as "Proposed Multi Family Community Center" on Sheet 5 of the CDP, which amenity shall be open for use prior to the issuance of the 166th cumulative residential zoning permit within Land Bay EE2A and the undeveloped portion of adjacent Land Bay EE2.

2. **R-24 Districts.**

a. **Land Bay FF1A.** Development of Land Bay FF1A, as shown on Sheet 5 of the CDP, will include a maximum of 158 multi-family residential units, including ADUs. The ADUs will be identified on the site plan for Land Bay FF1A. All market-rate units in Land Bay FF1A shall be subject to the capital facilities contribution specified in ZMAP 1994-0017.

b. **Land Bay 6.** Development of Land Bay 6, as shown on Sheets 4 and 5 of the CDP, will include a maximum of 163 multi-family residential units, including ADUs. The ADUs will be identified on the site plan for Land Bay 6. All market-rate units in Land Bay 6 shall be subject to the capital facilities contribution specified in ZMAP 1994-0017, as these units have been relocated from the original Land Bay FF1 approved under ZMAP 1994-0017.

D. PD-CC(SC) District. Relocated Land Bay EE1A. Relocated Land Bay EE1A, as shown on Sheet 5 of the CDP, shall be conveyed to the County as Public Use Site #4 pursuant to Proffer III.G.4. below.

E. Other Non-Residential Districts.

1. **PD-IP District.**

a. **Land Bay 7.** Land Bay 7 shall be developed with up to 109,250 square feet of floor area (0.30 FAR maximum) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

b. **Land Bay 8.** Land Bay 8 shall be developed with up to 142,904 square feet of floor area (0.231 FAR maximum) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

c. **Land Bay DD (portion).** The portion of Land Bay DD located between Land Bay 5R and Millstream Drive may be developed with permitted PD-IP uses and permissible PD-IP special exception uses, subject to the approval of the requisite special exception applications. However, the following uses included in Section 4-503 shall be excluded: (D) distribution facility; (H) manufacture, processing, fabrication and/or assembly of products, etc.; (K) recycling drop off collection center, small; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (X) postal service, etc.; (DD) utility substation, distribution; and (MM) contractor service establishment, excluding retail sales and outdoor storage. In addition, loading bays/docks shall be prohibited for flex-industrial uses.

2. PD-OP District. Land Bay FF2B. Land Bay FF2B shall be developed with up to 221,365 square feet of floor area (0.35 FAR maximum), for any of the uses permitted in the PD-OP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. However, the Owner shall develop a cumulative minimum of 120,000 square feet of floor area in Land Bay FF2B for which the Owner shall receive, upon the approval of this Application, a credit of 80,000 square feet of floor area against the commercial/residential linkage commitment provided in Proffer VII.C. of ZMAP 2002-0013/ZCPA 2002-0004. All additional floor area planned for Land Bay FF2B shall be credited against the above-referenced Proffer VII.C. at the time of issuance of zoning permits. The Owner shall demonstrate at the time of final site plan approval for development within Land Bay FF2B that a cumulative minimum of 120,000 square feet of floor area will be achieved within this land bay. Access to this land bay shall be from Southpoint Drive. All buildings constructed in Land Bay FF2B shall be a minimum of three stories. The site plan(s) and architectural plan(s) for the buildings to be constructed on Land Bay FF2B will be designed to be consistent with the County approved Route 50 Design Guidelines dated January 4, 2007, and the following:

a. Building Architecture and Facades. All buildings located within this Land Bay will have a unified architectural theme. All exterior materials, colors, architectural treatments, etc., will be compatible and complementary. Architectural elevations and materials and color palettes for any building shown on a site plan will be submitted concurrently with the submission of such site plan. Any side or rear building elevations which have the majority of their surface area parallel to, or approximately parallel to, public road frontage, will have their facades covered generally with the same materials and architectural style as is used for the front of the buildings. All building facades, particularly in the front of buildings, will be articulated with a change in elevation or by providing entrance features so that buildings are visually interesting and entrances are clearly identified.

b. Loading and Trash Collection Areas. To the extent reasonably feasible, service and delivery loading docks and loading spaces required by the Zoning Ordinance will be oriented so as to have minimum visibility from public roads. If such loading docks and spaces are not substantially blocked from view from public roads, they will be treated with architectural elements or decorative fencing and landscaping so as to be screened from public roads. All dumpster pads and other trash collection areas shall be totally enclosed by architectural elements, fencing, and other buffering and screening so as to minimize negative visual impacts.

c. Screening of Rooftop Mechanical Units. Any mechanical units placed on the rooftops of buildings shall be screened by architectural features compatible with building façade architecture. Screening will be such as to block such units from view by persons on any public street immediately adjoining Land Bay FF2B.

d. Pedestrian Circulation. In designing and developing the PD-OP uses in Land Bay FF2B, the Owner shall give priority to the fullest extent possible to facilitating pedestrian circulation between buildings in this Land Bay and between this Land Bay and surrounding development outside this Land Bay. The site design will provide for ample dedicated pedestrian walkways so as to ensure, to the fullest extent possible, the separation of vehicular traffic and pedestrian movements.

e. Landscaping/Buffering on Route 50 Frontage. Concurrently with the development of PD-OP uses on Land Bay FF2B, the Owner shall provide landscaping and buffering along the Route 50 frontage of Land Bay FF2B. Such landscaping and buffering shall be in conformance with the Type 5 Buffer Yard requirements of Section 5-1414 of the Zoning Ordinance.

f. Energy and Environmental Design. As part of the process of designing the buildings on Land Bay FF2B, the Owner shall retain the services, and give due consideration to the recommendations, of a "green building" certified design professional or similar energy management consultant to assist and advise the Owner in designing the buildings and incorporating into such design methods by which the Owner may utilize energy-efficient design, facilities, or resources with the buildings infrastructure or operations, such as water-efficient plumbing fixtures, revolving entry doors, LED lighting and similar measures. Concurrent with the submission of the initial zoning permit application for a building, the permit applicant shall submit to the Zoning Administrator a list of energy management measures the applicant intends to incorporate or has incorporated into the building's design and/or operational plans and shall provide documentation that the building and site design meets the certification requirements of a green building organization, such as Green Building Initiative, U.S. Green Building Council, International Code Council, etc.

g. Bicycle Facilities. All buildings in Land Bay FF2B will be designed to incorporate bicycle racks (sufficient in number to accommodate 1 bicycle per 5,000 square feet of floor area) and changing rooms with shower facilities.

G. Stone Ridge Development Summary. The proposed uses for the Property shown on the CDP, together with the zoning entitlements that remain in place for Existing Stone Ridge, result in the following development levels: a total of three thousand two hundred sixty-five (3,265) residential dwelling units (including affordable dwelling units); three hundred fourteen thousand seven hundred fifteen (314,715) gross square feet of PD-CC(SC) uses; three hundred ninety thousand eight hundred seventy-two (390,872) gross square feet of PD-OP uses, and four hundred sixty-two thousand seventy-four (462,074) gross square feet of PD-IP uses. The Concept Development Plan depicts certain residential and non-residential areas of the Property as being subject to a limitation on development lower than allowed by the Loudoun County Zoning Ordinance. Such limitations on development in residential and non-residential areas shall govern and control.

II. TRANSPORTATION PROFFERS

B. RIGHT-OF-WAY DEDICATION AND CONSTRUCTION

The improvements described below shall be provided by the Owner as part of the development of the Property. Dedication of land shall include related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, necessary to construct public roads and streets within the Property. Dedication of right-of-way and easements shall occur upon request by the County in advance of development on the Property by the Owner, if others have prepared construction plans and profiles consistent with the CDP and require dedication to commence construction, and provided that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such advance dedication. The Owner acknowledges its responsibility, in accordance with current VDOT standards, to maintain all public streets constructed by the Owner until they are accepted for maintenance by VDOT.

With regard to phasing, all Phase I and Phase II road improvements set forth in attached Exhibit B, entitled "Stone Ridge Phasing Plan", shall be constructed or bonded for construction prior to the issuance of any zoning permits for the residential units in Land Bays 1, 2, 3, 4, or 5R. The attached Exhibit B includes the phasing for the road improvements, described below, proffered with this application.

2. TALL CEDARS PARKWAY

(c). Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot right-of-way, increasing for turn lanes as required by VDOT and the County, for the construction by others of Tall Cedars Parkway through Land Bay 1, as shown on the CDP, from Northstar Boulevard (a.k.a. Route 659 Relocated) to the Property's western property line. The Owner has no obligation to construct this portion of Tall Cedars Parkway. If a trail cannot be accommodated within the right-of-way dedicated to the County, the Owner shall grant to the County an easement of up to 14 feet in width adjacent to the dedicated right-of-way for such trail.

3. ROUTE 50

The Owner has submitted construction plans and profiles to the County for the construction of a third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway. The Owner shall commence the construction of said Route 50 improvements prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.

4. ROUTE 50 INTERSECTIONS

(c) Route 50/Future West Spine Road Intersection Improvements. The Owner shall design, bond and construct upgrades to the existing median break at the intersection of Route 50 and future West Spine Road. The Owner shall construct dual left-turn lanes from westbound Route 50 to southbound West Spine Road, single left-turn lane from eastbound Route 50 to northbound West Spine Road, and a right-turn lane from eastbound Route 50 to southbound West Spine Road. These improvements are illustrated in Exhibit D. These improvements are Phase IIIA improvements and shall be constructed or bonded for construction at the earlier to occur of (i) the commencement of construction by others of the four-lane section of the West Spine Road from Tall Cedars Parkway to Route 50 or (ii) the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R. In the event the West Spine Road from Tall Cedars Parkway to Route 50 is constructed by others in two phases with phase one being the northbound two lanes and phase two being the southbound two lanes, commencement of construction as used in (i) above is defined as commencement of construction of phase two. All such off-site construction is subject to right-of-way availability; however, the Owner shall seek in good faith to acquire right-of-way and shall request that the County exercise its power of eminent domain if necessary.

(d) Route 50/Gum Spring Road Intersection. At such time as (i) Stone Springs Boulevard between Route 50 and the Route 50 North Collector Road is open for public use, (ii) a four lane divided section of the West Spine Road between Route 50 and Tall Cedars Parkway is open for public use, and (iii) a traffic signal is operational at the intersection of Route 50 and the West Spine Road, the Owner shall not object to the removal of the existing traffic signal and the closure of the

median break at Route 50 and existing Gum Spring Road, and the modification of the existing Gum Spring Road entrance on the south side of Route 50 to a right-in/right-out only entrance by VDOT or others.

(e) Route 50/Stone Springs Boulevard Intersection. At such time as the signal at the intersection of Stone Springs Boulevard and Route 50 is reconfigured to accommodate the extension of Stone Springs Boulevard northward, in conjunction with the development of the Glascock Field at Stone Ridge property (ZMAP 2006-0007), the Owner shall reconfigure northbound Stone Springs Boulevard at Route 50 to include four north-bound lanes to accommodate left turns, through movements and right turns, in accordance with VDOT requirements.

6. MILLSTREAM DRIVE EXTENDED

The Owner shall realign and construct the extension of Millstream Drive westward and southward from its current terminus to Tall Cedars Parkway, as shown on the CDP, which extension shall be designed to transition from a typical right-of-way width of 64 feet, exclusive of turn-lanes, to a typical right-of-way width of 52 feet, exclusive of turn-lanes. Said transition of right-of-way width shall occur at the general location shown on the CDP. The Owner shall commence construction of the extension of Millstream Drive at the earlier of (i) within six months of notification by the County of the need to provide access to Public Use Site #3, or (ii) the approval of a site plan for Land Bay 8. The extension of Millstream Drive will be open to traffic, but not necessarily accepted for maintenance by VDOT, within 12 months of the commencement of construction.

(a) In order to protect the adjacent steep slopes and stream corridor, the construction of Millstream Drive Extended shall not include land disturbing activities within the River and Stream Corridor 50-foot management buffer, except for utility extensions and storm water management structures, and shall provide erosion and sediment control practices, such as super silt fence, stabilization matting, and development phasing to avoid extensive areas of disturbance for extended periods of time, for all land disturbing activities on moderately steep slopes outside of the 50-foot management buffer.

7. PHASING PLAN

The transportation proffers set forth the timing of various transportation improvements. For ease of reference by the County, these phasing limitations are set forth in table form on Exhibit B to these proffers and are incorporated herein by reference. No more than 300 residential zoning permits within combined Land Bays 1, 2, 3, 4 and 5R may be issued prior to the construction of the improvements listed in Phase IIIB of Exhibit B.

8. EXTENSION OF SOUTHPPOINT DRIVE

Phase 1 of the extension of Southpoint Drive, as depicted on the CDP, shall be constructed in conjunction with the initial development of either Land Bay FF1A or Land Bay FF2B, whichever occurs first. Phase 2 of the extension of Southpoint Drive, as depicted on the CDP, shall not be constructed until the West Spine Road is constructed by others as a four lane divided road from Tall Cedars Parkway to Route 50 and is open to traffic, and either a cul-de-sac is constructed by others on Gum Spring Road (Route 659) north of Tall Cedars Parkway or intersection improvements as required

by VDOT, such as turn lanes and signalization, are provided by the Owner at the intersection of Southpoint Drive and Gum Spring Road.

9. STONE CARVER DRIVE

Stone Carver Drive shall be constructed with the traffic calming measures depicted on Sheet 15 of the Plans, subject to VDOT approval.

C. WESTERN BYPASS/ROUTE 659 RELOCATED

1. WESTERN TRANSPORTATION CORRIDOR – HEREBY DELETED

3. ROUTE 659 RELOCATED (NORTHSTAR BOULEVARD)

(a) Phase IIIB. Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot wide right-of-way, increasing in width for turn lanes as required by VDOT and the County, for the construction of Northstar Boulevard (a.k.a. Route 659 Relocated) through the Property from Tall Cedars Parkway to the Property's southern property line in the general location shown on the CDP. The right-of-way width will allow for the ultimate expansion of Route 659 Relocated to six lanes in accordance with the County's Countywide Transportation Plan; however, the Owner shall be responsible only for construction as provided herein. The Owner shall design, bond and construct the eastern two lanes of Northstar Boulevard between Tall Cedars Parkway and the southern boundary of Stone Ridge. These improvements shall be constructed or bonded for construction prior to the earlier of (i) the issuance of the 301st residential zoning permit, cumulatively, in Land Bays 1, 2, 3, 4 and 5R as part of Phase IIIB, or (ii) the issuance of the 1st zoning permit in Land Bay 1.

F. SIGNALIZATION

3. Stone Springs Boulevard and Millstream Drive. The Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Stone Springs Boulevard and Millstream Drive in conjunction with submission of the first site plan for Land Bay EE2A or, in the event Land Bay EE2A is consolidated for development purposes with the undeveloped portion of Land Bay EE2, with the submission of the first site plan for the consolidated area. In the event the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, subject to the release to the Owner by the County of all funds collected by the County for such signal, design, construct and install the signal prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A. In the event a traffic signal is not warranted, the Owner shall contribute \$250,000 to the County, prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A, for the design, construction and installation of the signal by others. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the Consumer Price Index-All Urban Consumers ("CPI") over the prior year.

4. Stone Springs Boulevard and Tall Cedars Parkway. If a traffic signal at the Stone Springs Boulevard/Tall Cedars Parkway intersection is not installed or obligated to be installed by others prior to the earlier of (i) the issuance of the 2,530th residential zoning permit within Stone Ridge, (ii) the date the construction of a four-lane section of Tall Cedars Parkway westward to the Lenah Loop Road is complete and open to traffic, or (iii) the date the construction of Tall Cedars Parkway as a four-lane section eastward to Riding Center Drive is complete and open to traffic, then, within 90 days of any of the aforesaid events, the Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection. If the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, within 90 days of such concurrence by VDOT, submit to VDOT an application and design for the signal and shall diligently pursue construction and installation of the signal upon approval by VDOT. If a traffic signal is not warranted, the Owner shall contribute \$300,000 to the County for the design, construction and installation of the signal by others. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI over the prior year.

III. CAPITAL FACILITIES

B. PARKS AND RECREATION

1. Pedestrian Circulation System. The Owner shall construct a pedestrian circulation system consisting of sidewalks and trails on the Property as shown on the CDP. Sidewalks need not be constructed in areas served by the asphalt trail depicted on the CDP, and in all other locations need only be constructed on one side of each road within the Property. Sidewalks and trails shall be constructed in phases concurrently with the subdivision of land in conjunction with development activities in areas adjacent to such sidewalks and trails, and shall be subject to a public access easement providing access to the general public in addition to residents of the Stone Ridge community.

3. County Park Contribution. The Owner shall contribute \$75,000 to the County to be used for improvements such as a concession stand and restrooms at Byrne Ridge Park. The contribution shall be paid prior to the issuance of the first residential zoning permit in Land Bay 1, 2, 3, 4 or 5R. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI over the prior year.

4. Stream Valley Trail Easement. The Owner shall grant to the County a 30-foot wide public access easement within the South Fork of Broad Run stream valley for a future County trail coincident with or adjacent to the existing sanitary sewer easement, subject to the approval of Loudoun Water, upon the request of the County. The Owner will coordinate the location of the public access easement with the Department of Parks, Recreation and Community Services and Loudoun Water, and will prepare and record the requisite deed and plat at no cost to the County.

C. LIBRARY SITE

The Owner shall design and construct a minimum of 40,000 square feet of base building office condominium space, and, upon completion of construction and receipt of final inspections as required under the base building permit (i.e., building inspection, plumbing, electrical, mechanical, fire safety and zoning), convey said space to the County for use as a public library. Such library space shall be located

on the first two floors (approximately 20,000 square feet per floor with separate first floor entrance for entry control and security purposes) of a four-story office building to be constructed on Land Bay FF2A. The building containing the public library shall have direct access to Millstream Drive, as shown on the CDP. Within thirty (30) days following approval of the Application, the Owner shall contract with an architect and commence design of the base building to be constructed by Owner and the tenant improvements for the library to be constructed by others. The architectural design contract shall include allowances for base building and construction administration. The Owner shall diligently pursue completion of all construction documents and shall obtain all permits and approvals required to commence construction prior to the issuance of the 1,601st residential zoning permit within Stone Ridge, and shall complete the building and convey to the County that portion of the office building designated to be the library space, without tenant improvements, on or before June 30, 2011.

The Owner shall form a separate office condominium association for the proposed building containing the public library. The base building design shall accommodate, where possible, independent maintenance of limited common elements and separately metered utilities for the library space. Assessments for common costs shall be allocated proportionately to the square footage of each condominium unit. The County shall have the right to participate in the development and review of the office condominium association documents, which shall be prepared to industry standards by the Owner.

F. CAPITAL FACILITIES CONTRIBUTIONS AND CREDITS

Notwithstanding the amounts set forth in Proffer III.F of ZMAP 1994-0017 concerning capital facilities cash contributions, the Owner shall make a cash contribution to the County for each market-rate residential unit approved under ZMAP 2002-0013/ZCPA 2002-0004 in the amount of \$37,660 per single-family detached residential unit, \$22,291 per single-family attached residential unit and \$12,611 per multi-family residential unit (each a "Capital Facilities Contribution"); provided, however, that the Owner shall be permitted to apply as a credit against each Capital Facilities Contribution under this proffer (non-escalated) the sum of \$13,065,000 (the "Total Capital Facilities Credit") that is the total value of the following non-cash capital facilities contributions: (i) \$8,000,000 for the constructed 40,000 square feet of office condominium space and 50% of the related site improvements for the public library referenced in Proffer III.C., above, (ii) \$375,000 for the additional 3 acres for the Water Storage/Pumping Facility Site dedicated pursuant to Proffer III.E., (iii) \$2,090,000 for the conveyance of Public Use Site #3, referenced in Proffer III.G.3. below, to the County, and (iv) \$2,600,000 for the conveyance of Public Use Site #4, referenced in Proffer III.G.4. below, to the County. The Owner may also utilize the Total Capital Facilities Credit as a credit against cash contributions for capital facilities required for other residential units in Stone Ridge approved under ZMAP 1994-0017, with said cash contributions escalated. in accordance with Proffer VII.A. of ZMAP 1994-0017 through the date of approval of this Application. The Owner shall maintain a cumulative accounting of its application of the Total Capital Facilities Credit and shall verify such accounting with the County on a regular basis, but not less than annually. The Owner shall begin payment of the above referenced per unit contribution at the time the cumulative total of per unit capital facilities contributions for market rate residential zoning permits exceeds the Total Capital Facilities Credit of \$13,065,000, and shall thereafter make the per unit contributions in conjunction with the issuance of zoning permits for each market rate unit. Any cash capital facilities contribution required by the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 actually paid to the County and not off-set with the Total Capital Facilities Credit shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 2002-0013/ZCPA 2002-0004.

G. PUBLIC USE SITES

3. Public Use Site #3. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year after the approval of this Application, convey to the County an area of approximately 5.595 acres within Land Bay 7, zoned PD-IP with an approved floor area of 73,115 square feet, as shown on Sheet 4 of the CDP. Upon the conveyance of Public Use Site #3 to the County, the Owner shall receive a commercial floor area credit of 73,115 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers and these proffers, and the capital facilities credit set forth in Proffer III.F. above. Public Use Site #3 shall not be subject to an owner's association.

a. At the time of construction of Millstream Drive Extended, as provided in Proffer II.B.6., the Owner will construct sanitary sewer and water line extensions to points 10 feet inside of Public Use Site #3. The Owner will also coordinate with utility companies and will extend electric, gas and telecommunication lines to a point 10 feet inside the property line of Public Use Site #3. The Owner will provide easements at no cost to the County for the extension of other utilities to Public Use Site #3. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #3 without the written consent of the County.

b. Up until the time of conveyance of Public Use Site #3 to the County, the Owner reserves the right, at its sole option, to rough grade Land Bay 7 in accordance with Exhibit A included on Sheet 4 of the CDP. Such rough grading shall not include any undermining. The Owner will remove all temporarily stored materials from Public Use Site #3 prior to its conveyance to the County. Any other activities within the limits of Public Use Site #3, except for grading and utility work associated with the construction of Millstream Drive Extended, shall be prohibited without the written consent of the County.

4. Public Use Site #4. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year after the approval of this Application, convey to the County Public Use Site #4, zoned PD-CC(SC) with an approved floor area of 29,475 square feet, as shown on Sheet 5 of the CDP, for use as a commuter parking lot with a minimum of 100 parking spaces. Upon the conveyance of Public Use Site #4 to the County, the Owner shall receive a commercial floor area credit of 29,475 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers and these proffers, and the capital facilities credit set forth in Proffer III.F. above. Public Use Site #4 shall not be subject to an owner's association.

a. At such time as adjacent Land Bay EE2A is developed and at the request of the County, the Owner shall construct 100 parking spaces (including curb and gutter, site lighting and landscaping, and bicycle racks for a minimum of 10 bicycles) on Public Use Site #4 (the "Commuter Parking"), and shall be entitled to a reimbursement of the construction costs from the funds contributed under Proffer III.A.2. of ZMAP 1994-0017, to the extent such funds are available. In the event the County desires to construct the commuter parking lot prior to the Owner's development of Land Bay EE2A, the County shall construct the Commuter Parking and may utilize any available funds contributed under Proffer III.A.2. of ZMAP 1994-0017. In either event, the Owner shall coordinate with utility companies and will extend electric lines to a point 10 feet inside the property line of Public Use

Site #4. The Owner, or the commercial owners association, shall be responsible for ordinary maintenance of the landscaping, trash collection and snow removal. The County shall be responsible for all other maintenance and repairs. These responsibilities shall be set forth in the deed of conveyance for Public Use Site #4 and the parties to the deed shall include the commercial owners association.

b. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #4 without the written consent of the County.

VI. ENVIRONMENTAL AND OPEN SPACE

B. OPEN SPACE PROFFERS

3. The trail locations shown on this CDP shall replace the trail locations within the Property shown on previously approved CDPs.

C. STORMWATER MANAGEMENT

Prior to the approval of the first construction plan and profile application in each of the watersheds of the Property, the Owner shall prepare a stormwater management analysis of the portion of the Property within each such watershed. Such study shall be prepared in accordance with the requirements of the Facilities Standards Manual.

1. New and Relocated Outfalls. All new and/or relocated outfalls on the Property shall include forebays at all outfalls to enhance water quality.

G. TREE CONSERVATION AREAS

The Owner is committed to the preservation of trees throughout the Property, as depicted on the CDP. The Owner shall preserve a minimum of 80% of the designated Tree Conservation Areas within each Land Bay, as measured from the perimeter drip line of said areas. To the extent the Owner is able to preserve other trees in areas outside of the designated Tree Conservation Areas within each Land Bay, in consultation with the County Urban Forester, such preserved areas shall be counted towards the tree preservation commitment for each Land Bay. The Owner shall record a Tree Conservation Easement, which easement shall reflect the terms of this proffer, with all record plats that include Tree Conservation Areas identified on the CDP and any alternative Tree Conservation Areas identified during the subdivision review process. Notwithstanding the above, the full Tree Conservation Areas depicted on the CDP for PIN: 247-20-9549 adjacent to Millstream Drive shall be preserved.

H. ARCHEOLOGICAL SITE 44LD1187

The Owner shall not disturb archeological site 44LD1187 located in Land Bay 1 and shall protect this site by placing a chain link fence 50 feet from the perimeter of the site prior to the commencement of construction activities for adjacent Northstar Boulevard and Tall Cedars Parkway. Any land disturbance required within the fenced area will be coordinated with the County Archeologist.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Owner and Applicant

STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2009, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, L.L.C.

Notary Public

My Commission Expires: _____

Owner

STONE RIDGE COMMUNITY DEVELOPMENT IV, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2009, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development IV, L.L.C.

Notary Public

My Commission Expires: _____

Owner

STONE RIDGE BUSINESS PARK ASSOCIATES, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2009, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Business Park Associates, L.L.C.

Notary Public

My Commission Expires: _____

EXHIBIT A

(Refer to Concept Development Plan
dated April 2006 and revised through September 2009)

**EXHIBIT B
STONE RIDGE
PHASING PLAN**

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IA	<p>1. Stone Springs Blvd. (formerly Stone Ridge Pkwy.) from Rt. 50 south to the southern boundary of Land Bays A-2 and E (as shown on the CDP for ZMAP 1994-0017), including intersection improvements at Rt. 50/Stone Springs Blvd. intersection.</p> <p>2. Tall Cedars Pkwy. from the intersection of Stone Springs Blvd. west to Millstream Drive (formerly the entrance to Landbay DD)</p> <p>3. Tall Cedars Pkwy from the intersection of Stone Springs Blvd. east to the intersection with Route 659 will be bonded at this time, but not constructed until Phase IB.</p> <p>The improvements set forth in paragraphs 1 and 2 shall be bonded or under construction prior to the issuance of the first zoning permit.</p>	<p>979 residential 123,500 GFA industrial 100,000 GFA retail</p> <p>(Residential units in Land bays 1, 2, 3, 4 and 5R excluded)</p>
IB	<p>1. Construct Tall Cedars Pkwy. from the Intersection of Stone Springs Blvd. (formerly Stone Ridge Pkwy.) east to Rt. 659.</p> <p>2. Intersection improvements at Rt. 659 & Tall Cedars Pkwy.</p> <p>3. Intersection improvements at Rt. 50/Existing Rt. 659. These improvements will be constructed at an earlier date if Tall Cedars Pkwy. between Stone Springs Blvd. and Rt. 659 are constructed at an earlier date, so as to be constructed concurrently with such improvements to Tall Cedars Pkwy.</p> <p>4. Millstream Drive (formerly Granite Dr.) from Tall Cedars Pkwy. to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>5. Improvements/repairs as necessary to existing Rt. 659 within existing right-of-way.</p>	<p>In addition to the permissible level of development in Phase IA, 179 additional residential units. This would allow a cumulative total through Phase IB of:</p> <p>1,158 total residential 123,500 total GFA industrial 100,000 total GFA retail</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IB	These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase 1A.	
II	<p>1. Millstream Drive (formerly Granite Dr.) east from Stone Springs Blvd. (formerly Stone Ridge Pkwy.) to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>2. Balance of Stone Springs Blvd. south to intersection of Greenstone Dr. (formerly Boulder Dr.).</p> <p>3. Construct additional lane on Rte. 50 eastbound from 500' east of existing Rt. 659/Rt. 50 intersection to 100' east of the south fork of Broad Run on Rt. 50.</p> <p>These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase IB.</p>	<p>In addition to the permissible level of development in Phase IB,</p> <p>1,634 additional residential 338,574 additional GFA industrial 214,715 additional GFA retail 390,872 additional GFA office</p> <p>This would allow a cumulative total through Phase II of:</p> <p>2,792 residential 462,074 GFA industrial 314,715 GFA retail 390,872 GFA office</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>
IIIA	<p>1. Tall Cedars Parkway (4 lanes) from Millstream Drive to entrance to Public Use Site #2.</p> <p>2. Construct third eastbound lane on Rt 50 from 500' east of existing Rt. 659/Rt. 50 intersection to future West Spine Road.</p> <p>3. Route 50/Future West Spine Road intersection improvements.</p> <p>4. Construct third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway.</p> <p>These improvements shall be bonded or under construction prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.</p>	300 residential units in Land Bays 1, 2, 3, 4, and 5R.

IIIB	<ol style="list-style-type: none"> 1. Tall Cedars Parkway (4 lanes) from entrance to Public Use Site #2 to Rt. 659 Relocated. 2. Multi-purpose trail on south side of Route 50, as per proffer II.B.3.(b). 3. Bus shelter at the Park and Ride lot, as per proffer II.H. 4. Two eastern lanes of Northstar Boulevard (formerly Rt. 659 Relocated), from Tall Cedars Parkway to southern boundary of Property.* <p>These improvements shall be bonded or under construction prior to issuance of 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R.</p> <p>* This improvement shall be bonded or under construction prior to the earlier of (i) the issuance of 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the first residential zoning permit in Land Bay 1.</p>	All residential units in Land Bays 1, 2, 3, 4 and 5R.
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EXHIBIT C

ZONING ORDINANCE MODIFICATIONS

1. WITHDRAWN

2. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center

"Section 4-202 Purpose, Size and Location of Individual Districts. (C) Small Regional Center (SC). This district is established to permit the development of small regional centers consisting of individual large and small scale commercial uses selling a broad range of goods or services to a market area beyond the local community. Specialty centers shall be located with controlled access to major collector roads and will be designed, landscaped, and buffered so as to be compatible with neighboring development. When mapped, such district shall be a minimum of twenty (20) acres and a maximum of sixty (60) acres.

Proposed Modification

Allow a minimum district size of 2.9 acres for an incremental addition to the existing PD-CC(SC) zoning district and allow access to Millstream Drive.

3. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center (previously approved under ZMAP 2002-0013/ZCPA 2002-0004)

"Section 4-205 Lot Requirements. (C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. (All Centers) No building, parking, outdoor storage, areas for collection of refuse or loading area shall be permitted closer than (100) feet to any agricultural districts, any existing or planned residential district, or land bays allowing residential uses. No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses or areas are visible from said agricultural and residential areas."

Proposed Modification

The proposed PD-CC(SC) district shall maintain a minimum perimeter yard of 25 feet and a Type 4 buffer next to the adjacent R-16 district.

4. WITHDRAWN

A-24

EXHIBIT D

RT. 50/FUTURE WEST SPINE ROAD INTERSECTION IMPROVEMENTS

335663 v11/RE

A-25

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**SECOND AMENDMENT TO
STONE RIDGE PROFFER STATEMENT**

SUBMITTED BY

STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.

ZCPA 2006-0003

ZMAP 2006-0011

~~OCTOBER 26,~~NOVEMBER 16, 2009

ATTACHMENT 4

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EXHIBITS:

EXHIBIT A - CONCEPT DEVELOPMENT PLAN

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PROFFER STATEMENT

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Zoning Ordinance, as amended, (the "Zoning Ordinance"), Stone Ridge Community Development, L.L.C., Stone Ridge Community Development IV, L.L.C., and Stone Ridge Business Park Associates, L.L.C. (collectively, the "Owner"), the undersigned Owner of the property, identified as Loudoun County Parcel Identification Numbers PIN: 205-36-2224 (part), 204-37-4812, 204-26-9934, 204-26-3928, 204-36-0901, 204-36-4505, 204-46-2760 (part), 247-20-9549, 204-26-3927 (part), 247-28-4151, 247-18-9795 (part), 204-15-3843, 204-38-4096, and 204-47-0343 (collectively, the "Property"), on behalf of itself and its successors in interest, hereby voluntarily proffers that the development of the Property shall be in substantial conformity with the proffers set forth below if, and only if, ZCPA 2006-0003 and ZMAP 2006-0011 (the "Application") are approved. In the event the Application is denied, these proffers shall be void and of no further force or effect.

The Property includes portions of the 873-acre mixed-use project approved under ZMAP 1994-0017 and under ZMAP 2002-0013/ZCPA 2002-0004, (together the "Stone Ridge Applications"). The portions of the Stone Ridge Applications property which are not subject to this Application are hereinafter referred to as "Existing Stone Ridge". Existing Stone Ridge and the Property are collectively referred to herein as "Stone Ridge". This Application requests (i) the rezoning of a portion of the Property from the CLI and R-24 zoning districts to the PD-OP zoning district (Land Bay FF2B), (ii) the rezoning of a portion of the Property from the PD-H4 zoning district to the PD-IP zoning district (Land Bay 8), (iii) the rezoning of a portion of the Property from the PD-IP zoning district to the PD-H4 (administered as R-8) zoning district (Land Bay 5R) and to the R-24 zoning district (Land Bay 6), (iv) the rezoning of a portion of the Property from the PD-CC(SC) zoning district to the R-16 zoning district (Land Bay EE2A, portion); (v) the rezoning of a portion of the Property from the R-16 zoning district to the PD-CC(SC) zoning district (Land Bay EE1A); (vi) the relocation of previously approved residential units and proffered community facilities, and (vii) associated proffer and concept plan amendments. The Application also requests zoning ordinance modifications for the proposed PD-CC(SC) zoning district. The zoning ordinance modifications are listed in Exhibit C.

These proffers (the "Proffers"), if accepted, amend, supersede and replace only those proffers of (i) ZMAP 1994-0017 dated November 28, 1995, as amended by the Letter of Clarification dated December 14, 1995, and (ii) ZMAP 2002-0013/ZCPA 2002-0004 dated October 5, 2005, as amended by the Letter of Clarification dated November 30, 2005 (collectively, the "Existing Stone Ridge Proffers") referenced below. The remainder of the Existing Stone Ridge Proffers shall remain in full force and effect and shall apply to the Property. Where the Existing Stone Ridge Proffers apply to the Property, the term "Developer" used in the Existing Stone Ridge Proffers shall refer to the "Owner" as described herein.

I. CONCEPT DEVELOPMENT PLAN

The development of the Property subject hereof shall be in substantial conformity with the Concept Development Plan (the "CDP"), identified as Sheets 4 and 5 of the plans entitled "Stone Ridge Commercial ZCPA 2006-0003/ZMAP 2006-0011" and dated April 2006, as revised through October 23, 2009, and prepared by Urban Engineering and Associates, Inc. (the "Plans") (included by reference as Exhibit A). Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural and natural features,

development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of archaeological and/or wetland studies.

A. **TR-1UBF District.** Land Bay 1. Development of the TR-1UBF portion of the Property, shown as Land Bay 1 on Sheet 4 of the Plans, shall include no more than 94 residential units and may include any other use allowed in the TR-1UBF zoning district, including any permissible special exception use subject to the approval of the requisite special exception application. In any event, a minimum of 50 residential units shall be developed in Land Bay 1. In addition, this land bay previously included a site reserved for an LCSA water storage/pumping facility identified as "Proffered Water Tanks Site" on Sheet 4 of the approved CDP for ZMAP 2002-0013/ZCPA 2002-0004, as revised by ZCPA 2007-0007. The water tanks site has now been dedicated to LCSA and the site is further identified on Sheet 2 of the Plans as PIN: 247-19-1835.

B. **PD-H4 District.** Land Bays 2, 3, 4 and 5R. Residential development in Land Bays 2, 3, 4, and proposed Land Bay 5R, as shown on Sheets 4 and 5 of the Plans, shall include a maximum of 289 residential units, including affordable dwelling units ("ADUs"). Land Bay 2 shall include up to 54 single-family detached units, Land Bay 3 shall include up to 93 single-family attached units, Land Bay 4 shall include up to 79 single-family detached units, and Land Bay 5R shall include up to 63 single-family attached units. The ADUs shall be provided within Land Bays 3 and 5R and shall be shown on applicable record plats or residential site plans. Land Bay 5R shall also include the Proposed Homeowners Association ("HOA") Active Recreation Facility, as shown on Sheets 4 and 5 of the CDP as "Proposed HOA Active Recreation Facility". The referenced HOA is the same HOA as established pursuant to Proffer V., Owners Association, of the Existing Stone Ridge Proffers.

1. **Recreational Amenities.** The Proposed HOA Active Recreation Facility in Land Bay 5R shall include a swimming pool with a minimum water surface area of 2,000 sq.ft., at least one tennis court and a community building of at least 4,000 sq.ft., which the Owner shall construct and which will be open for use prior to the issuance of the 250th cumulative residential zoning permit within Land Bays 1, 2, 3, 4, and 5R.

C. **Other Suburban Residential Districts.**

1. **R-16 District.**

a. Land Bay EE2A. Development of Land Bay EE2A, as shown on Sheet 5 of the CDP, will include a maximum of 90 multi-family residential units, including 84 market-rate units and 6 ADUs. Land Bay EE2A may be consolidated with the undeveloped portion of adjacent Land Bay EE2 (PIN: 204-26-3927) for development purposes and such consolidated land bay shall include a cumulative maximum total of 229 multi-family residential units, including 214 market-rate units and 15 ADUs. The required number and location of the ADUs shall be shown on residential site plans. For purposes of proffer administration for the consolidated land bay, a lump sum capital facilities contribution payment or credit of \$1,059,324 (\$12,611 times 84 market-rate units) shall be due upon the issuance of the first residential zoning permit in the consolidated land bay. All market-rate units in excess of 84 within the consolidated land bay shall be subject to the capital facilities contribution specified in ZMAP 1994-0017.

(i). **Recreational Amenities.** The Owner shall construct a separate clubhouse of at least 3,000 sq.ft. and a swimming pool with a minimum water surface area of 1,500 sq.ft. within Land Bay EE2A, identified as "Proposed Multi Family Community Center" on Sheet 5 of the CDP, which amenity shall be open for use prior to the issuance of the 166th cumulative residential zoning permit within Land Bay EE2A and the undeveloped portion of adjacent Land Bay EE2.

2. **R-24 Districts.**

a. **Land Bay FF1A.** Development of Land Bay FF1A, as shown on Sheet 5 of the CDP, will include a maximum of 158 multi-family residential units, including ADUs. The ADUs will be identified on the site plan for Land Bay FF1A. All market-rate units in Land Bay FF1A shall be subject to the capital facilities contribution specified in ZMAP 1994-0017.

b. **Land Bay 6.** Development of Land Bay 6, as shown on Sheets 4 and 5 of the CDP, will include a maximum of 163 multi-family residential units, including ADUs. The ADUs will be identified on the site plan for Land Bay 6. All market-rate units in Land Bay 6 shall be subject to the capital facilities contribution specified in ZMAP 1994-0017, as these units have been relocated from the original Land Bay FF1 approved under ZMAP 1994-0017.

D. PD-CC(SC) District. Relocated Land Bay EE1A. Relocated Land Bay EE1A, as shown on Sheet 5 of the CDP, shall be conveyed to the County as Public Use Site #4 pursuant to Proffer III.G.4. below.

E. Other Non-Residential Districts.

1. **PD-IP District.**

a. **Land Bay 7.** Land Bay 7 shall be developed with up to 109,250 square feet of floor area (0.30 FAR maximum) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

b. **Land Bay 8.** Land Bay 8 shall be developed with up to 142,904 square feet of floor area (0.231 FAR maximum) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

c. **Land Bay DD (portion).** The portion of Land Bay DD located between Land Bay 5R and Millstream Drive may be developed with permitted PD-IP uses and permissible PD-IP special exception uses, subject to the approval of the requisite special exception applications. However, the following uses included in Section 4-503 shall be excluded: (D) distribution facility; (H) manufacture, processing, fabrication and/or assembly of products, etc.; (K) recycling drop off collection center, small; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (X) postal service, etc.; (DD) utility substation, distribution; and (MM) contractor service establishment, excluding retail sales and outdoor storage. In addition, loading bays/docks shall be prohibited for flex-industrial uses.

2. PD-OP District. Land Bay FF2B. Land Bay FF2B shall be developed with up to 221,365 square feet of floor area (0.35 FAR maximum), for any of the uses permitted in the PD-OP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. However, the Owner shall develop a cumulative minimum of 120,000 square feet of floor area in Land Bay FF2B for which the Owner shall receive, upon the approval of this Application, a credit of 80,000 square feet of floor area against the commercial/residential linkage commitment provided in Proffer VII.C. of ZMAP 2002-0013/ZCPA 2002-0004. All additional floor area planned for Land Bay FF2B shall be credited against the above-referenced Proffer VII.C. at the time of issuance of zoning permits. The Owner shall demonstrate at the time of final site plan approval for development within Land Bay FF2B that a cumulative minimum of 120,000 square feet of floor area will be achieved within this land bay. Access to this land bay shall be from Southpoint Drive. All buildings constructed in Land Bay FF2B shall be a minimum of three stories. The site plan(s) and architectural plan(s) for the buildings to be constructed on Land Bay FF2B will be designed to be consistent with the County approved Route 50 Design Guidelines dated January 4, 2007, and the following:

a. Building Architecture and Facades. All buildings located within this Land Bay will have a unified architectural theme. All exterior materials, colors, architectural treatments, etc., will be compatible and complementary. Architectural elevations and materials and color palettes for any building shown on a site plan will be submitted concurrently with the submission of such site plan. Any side or rear building elevations which have the majority of their surface area parallel to, or approximately parallel to, public road frontage, will have their facades covered generally with the same materials and architectural style as is used for the front of the buildings. All building facades, particularly in the front of buildings, will be articulated with a change in elevation or by providing entrance features so that buildings are visually interesting and entrances are clearly identified.

b. Loading and Trash Collection Areas. To the extent reasonably feasible, service and delivery loading docks and loading spaces required by the Zoning Ordinance will be oriented so as to have minimum visibility from public roads. If such loading docks and spaces are not substantially blocked from view from public roads, they will be treated with architectural elements or decorative fencing and landscaping so as to be screened from public roads. All dumpster pads and other trash collection areas shall be totally enclosed by architectural elements, fencing, and other buffering and screening so as to minimize negative visual impacts.

c. Screening of Rooftop Mechanical Units. Any mechanical units placed on the rooftops of buildings shall be screened by architectural features compatible with building façade architecture. Screening will be such as to block such units from view by persons on any public street immediately adjoining Land Bay FF2B.

d. Pedestrian Circulation. In designing and developing the PD-OP uses in Land Bay FF2B, the Owner shall give priority to the fullest extent possible to facilitating pedestrian circulation between buildings in this Land Bay and between this Land Bay and surrounding development outside this Land Bay. The site design will provide for ample dedicated pedestrian walkways so as to ensure, to the fullest extent possible, the separation of vehicular traffic and pedestrian movements.

e. Landscaping/Buffering on Route 50 Frontage. Concurrently with the development of PD-OP uses on Land Bay FF2B, the Owner shall provide landscaping and buffering along the Route 50 frontage of Land Bay FF2B. Such landscaping and buffering shall be in conformance with the Type 5 Buffer Yard requirements of Section 5-1414 of the Zoning Ordinance.

f. Energy and Environmental Design. As part of the process of designing the buildings on Land Bay FF2B, the Owner shall retain the services, and give due consideration to the recommendations, of a "green building" certified design professional or similar energy management consultant to assist and advise the Owner in designing the buildings and incorporating into such design methods by which the Owner may utilize energy-efficient design, facilities, or resources with the buildings infrastructure or operations, such as water-efficient plumbing fixtures, revolving entry doors, LED lighting and similar measures. Concurrent with the submission of the initial zoning permit application for a building, the permit applicant shall submit to the Zoning Administrator a list of energy management measures the applicant intends to incorporate or has incorporated into the building's design and/or operational plans and shall provide documentation that the building and site design meets the certification requirements of a green building organization, such as Green Building Initiative, U.S. Green Building Council, International Code Council, etc.

g. Bicycle Facilities. All buildings in Land Bay FF2B will be designed to incorporate bicycle racks (sufficient in number to accommodate 1 bicycle per 5,000 square feet of floor area) and changing rooms with shower facilities.

G. Stone Ridge Development Summary. The proposed uses for the Property shown on the CDP, together with the zoning entitlements that remain in place for Existing Stone Ridge, result in the following development levels: a total of three thousand two hundred sixty-five (3,265) residential dwelling units (including affordable dwelling units); three hundred fourteen thousand seven hundred fifteen (314,715) gross square feet of PD-CC(SC) uses; three hundred ninety thousand eight hundred seventy-two (390,872) gross square feet of PD-OP uses, and four hundred sixty-two thousand seventy-four (462,074) gross square feet of PD-IP uses. The Concept Development Plan depicts certain residential and non-residential areas of the Property as being subject to a limitation on development lower than allowed by the Loudoun County Zoning Ordinance. Such limitations on development in residential and non-residential areas shall govern and control.

II. TRANSPORTATION PROFFERS

B. RIGHT-OF-WAY DEDICATION AND CONSTRUCTION

The improvements described below shall be provided by the Owner as part of the development of the Property. Dedication of land shall include related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, necessary to construct public roads and streets within the Property. Dedication of right-of-way and easements shall occur upon request by the County in advance of development on the Property by the Owner, if others have prepared construction plans and profiles consistent with the CDP and require dedication to commence construction, and provided that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such advance dedication. The Owner acknowledges its responsibility, in accordance with current VDOT standards, to maintain all public streets constructed by the Owner until they are accepted for maintenance by VDOT.

With regard to phasing, all Phase I and Phase II road improvements set forth in attached Exhibit B, entitled "Stone Ridge Phasing Plan", shall be constructed or bonded for construction prior to the issuance of any zoning permits for the residential units in Land Bays 1, 2, 3, 4, or 5R. The attached Exhibit B includes the phasing for the road improvements, described below, proffered with this application.

2. TALL CEDARS PARKWAY

(c). Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot right-of-way, increasing for turn lanes as required by VDOT and the County, for the construction by others of Tall Cedars Parkway through Land Bay 1, as shown on the CDP, from Northstar Boulevard (a.k.a. Route 659 Relocated) to the Property's western property line. The Owner has no obligation to construct this portion of Tall Cedars Parkway. If a trail cannot be accommodated within the right-of-way dedicated to the County, the Owner shall grant to the County an easement of up to 14 feet in width adjacent to the dedicated right-of-way for such trail.

3. ROUTE 50

The Owner has submitted construction plans and profiles to the County for the construction of a third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway. The Owner shall commence the construction of said Route 50 improvements prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.

4. ROUTE 50 INTERSECTIONS

(c) Route 50/Future West Spine Road Intersection Improvements. The Owner shall design, bond and construct upgrades to the existing median break at the intersection of Route 50 and future West Spine Road. The Owner shall construct dual left-turn lanes from westbound Route 50 to southbound West Spine Road, single left-turn lane from eastbound Route 50 to northbound West Spine Road, and a right-turn lane from eastbound Route 50 to southbound West Spine Road. These improvements are illustrated in Exhibit D. These improvements are Phase IIIA improvements and shall be constructed or bonded for construction at the earlier to occur of (i) the commencement of construction by others of the four-lane section of the West Spine Road from Tall Cedars Parkway to Route 50 or (ii) the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R. In the event the West Spine Road from Tall Cedars Parkway to Route 50 is constructed by others in two phases with phase one being the northbound two lanes and phase two being the southbound two lanes, commencement of construction as used in (i) above is defined as commencement of construction of phase two. All such off-site construction is subject to right-of-way availability; however, the Owner shall seek in good faith to acquire right-of-way and shall request that the County exercise its power of eminent domain if necessary.

(d) Route 50/Gum Spring Road Intersection. At such time as (i) Stone Springs Boulevard between Route 50 and the Route 50 North Collector Road is open for public use, (ii) a four lane divided section of the West Spine Road between Route 50 and Tall Cedars Parkway is open for public use, and (iii) a traffic signal is operational at the intersection of Route 50 and the West Spine Road, the Owner shall not object to the removal of the existing traffic signal and the closure of the

median break at Route 50 and existing Gum Spring Road, and the modification of the existing Gum Spring Road entrance on the south side of Route 50 to a right-in/right-out only entrance by VDOT or others.

(e) Route 50/Stone Springs Boulevard Intersection. At such time as the signal at the intersection of Stone Springs Boulevard and Route 50 is reconfigured to accommodate the extension of Stone Springs Boulevard northward, in conjunction with the development of the Glascock Field at Stone Ridge property (ZMAP 2006-0007), the Owner shall reconfigure northbound Stone Springs Boulevard at Route 50 to include four north-bound lanes to accommodate left turns, through movements and right turns, in accordance with VDOT requirements.

6. MILLSTREAM DRIVE EXTENDED

The Owner shall realign and construct the extension of Millstream Drive westward and southward from its current terminus to Tall Cedars Parkway, as shown on the CDP, which extension shall be designed to transition from a typical right-of-way width of 64 feet, exclusive of turn-lanes, to a typical right-of-way width of 52 feet, exclusive of turn-lanes. Said transition of right-of-way width shall occur at the general location shown on the CDP. The Owner shall commence construction of the extension of Millstream Drive at the earlier of (i) within six months of notification by the County of the need to provide access to Public Use Site #3, or (ii) the approval of a site plan for Land Bay 8. The extension of Millstream Drive will be open to traffic, but not necessarily accepted for maintenance by VDOT, within 12 months of the commencement of construction.

(a) In order to protect the adjacent steep slopes and stream corridor, the construction of Millstream Drive Extended shall not include land disturbing activities within the River and Stream Corridor 50-foot management buffer, except for utility extensions and storm water management structures, and shall provide erosion and sediment control practices, such as super silt fence, stabilization matting, and development phasing to avoid extensive areas of disturbance for extended periods of time, for all land disturbing activities on moderately steep slopes outside of the 50-foot management buffer.

7. PHASING PLAN

The transportation proffers set forth the timing of various transportation improvements. For ease of reference by the County, these phasing limitations are set forth in table form on Exhibit B to these proffers and are incorporated herein by reference. No more than 300 residential zoning permits within combined Land Bays 1, 2, 3, 4 and 5R may be issued prior to the construction of the improvements listed in Phase IIIB of Exhibit B.

8. EXTENSION OF SOUTHPPOINT DRIVE

Phase 1 of the extension of Southpoint Drive, as depicted on the CDP, shall be constructed in conjunction with the initial development of either Land Bay FF1A or Land Bay FF2B, whichever occurs first. Phase 2 of the extension of Southpoint Drive, as depicted on the CDP, shall not be constructed until the West Spine Road is constructed by others as a four lane divided road from Tall Cedars Parkway to Route 50 and is open to traffic, and either a cul-de-sac is constructed by others on Gum Spring Road (Route 659) north of Tall Cedars Parkway or intersection improvements as required

by VDOT, such as turn lanes and signalization, are provided by the Owner at the intersection of Southpoint Drive and Gum Spring Road.

9. STONE CARVER DRIVE

Stone Carver Drive shall be constructed with the traffic calming measures depicted on Sheet 15 of the Plans, subject to VDOT approval.

C. WESTERN BYPASS/ROUTE 659 RELOCATED

1. WESTERN TRANSPORTATION CORRIDOR – HEREBY DELETED

3. ROUTE 659 RELOCATED (NORTHSTAR BOULEVARD)

(a) Phase IIIB. Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot wide right-of-way, increasing in width for turn lanes as required by VDOT and the County, for the construction of Northstar Boulevard (a.k.a. Route 659 Relocated) through the Property from Tall Cedars Parkway to the Property's southern property line in the general location shown on the CDP. The right-of-way width will allow for the ultimate expansion of Route 659 Relocated to six lanes in accordance with the County's Countywide Transportation Plan; however, the Owner shall be responsible only for construction as provided herein. The Owner shall design, bond and construct the eastern two lanes of Northstar Boulevard between Tall Cedars Parkway and the southern boundary of Stone Ridge. These improvements shall be constructed or bonded for construction prior to the earlier of (i) the issuance of the 301st residential zoning permit, cumulatively, in Land Bays 1, 2, 3, 4 and 5R as part of Phase IIIB, or (ii) the issuance of the 1st zoning permit in Land Bay 1.

F. SIGNALIZATION

3. Stone Springs Boulevard and Millstream Drive. The Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Stone Springs Boulevard and Millstream Drive in conjunction with submission of the first site plan for Land Bay EE2A or, in the event Land Bay EE2A is consolidated for development purposes with the undeveloped portion of Land Bay EE2, with the submission of the first site plan for the consolidated area. In the event the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, subject to the release to the Owner by the County of all funds collected by the County for such signal, design, construct and install the signal prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A. In the event a traffic signal is not warranted, the Owner shall contribute \$250,000 to the County, prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A, for the design, construction and installation of the signal by others. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the Consumer Price Index-All Urban Consumers ("CPI") over the prior year.

4. Stone Springs Boulevard and Tall Cedars Parkway. If a traffic signal at the Stone Springs Boulevard/Tall Cedars Parkway intersection is not installed or obligated to be installed by others prior to the earlier of (i) the issuance of the 2,530th residential zoning permit within Stone Ridge, (ii) the date the construction of a four-lane section of Tall Cedars Parkway westward to the Lenah Loop Road is complete and open to traffic, or (iii) the date the construction of Tall Cedars Parkway as a four-lane section eastward to Riding Center Drive is complete and open to traffic, then, within 90 days of any of the aforesaid events, the Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection. If the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, within 90 days of such concurrence by VDOT, submit to VDOT an application and design for the signal and shall diligently pursue construction and installation of the signal upon approval by VDOT. If a traffic signal is not warranted, the Owner shall contribute \$300,000 to the County for the design, construction and installation of the signal by others. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI over the prior year.

III. CAPITAL FACILITIES

B. PARKS AND RECREATION

1. Pedestrian Circulation System. The Owner shall construct a pedestrian circulation system consisting of sidewalks and trails on the Property as shown on the CDP. Sidewalks need not be constructed in areas served by the asphalt trail depicted on the CDP, and in all other locations need only be constructed on one side of each road within the Property. Sidewalks and trails shall be constructed in phases concurrently with the subdivision of land in conjunction with development activities in areas adjacent to such sidewalks and trails, and shall be subject to a public access easement providing access to the general public in addition to residents of the Stone Ridge community.

3. County Park Contribution. The Owner shall contribute \$75,000 to the County to be used for improvements such as a concession stand and restrooms at Byrne Ridge Park. The contribution shall be paid prior to the issuance of the first residential zoning permit in Land Bay 1, 2, 3, 4 or 5R. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI over the prior year.

4. Stream Valley Trail Easement. The Owner shall grant to the County a 30-foot wide public access easement within the South Fork of Broad Run stream valley for a future County trail coincident with or adjacent to the existing sanitary sewer easement, subject to the approval of Loudoun Water, upon the request of the County. The Owner will coordinate the location of the public access easement with the Department of Parks, Recreation and Community Services and Loudoun Water, and will prepare and record the requisite deed and plat at no cost to the County.

C. LIBRARY SITE

The Owner shall design and construct a minimum of 40,000 square feet of base building office condominium space, and, upon completion of construction and receipt of final inspections as required under the base building permit (i.e., building inspection, plumbing, electrical, mechanical, fire safety and zoning), convey said space to the County for use as a public library. Such library space shall be located

on the first two floors (approximately 20,000 square feet per floor with separate first floor entrance for entry control and security purposes) of a four-story office building to be constructed on Land Bay FF2A. The building containing the public library shall have direct access to Millstream Drive, as shown on the CDP. Within thirty (30) days following approval of the Application, the Owner shall contract with an architect and commence design of the base building to be constructed by Owner and the tenant improvements for the library to be constructed by others. The architectural design contract shall include allowances for base building and construction administration. The Owner shall diligently pursue completion of all construction documents and shall obtain all permits and approvals required to commence construction prior to the issuance of the 1,601st residential zoning permit within Stone Ridge, and shall complete the building and convey to the County that portion of the office building designated to be the library space, without tenant improvements, on or before June 30, 2011.

The Owner shall form a separate office condominium association for the proposed building containing the public library. The base building design shall accommodate, where possible, independent maintenance of limited common elements and separately metered utilities for the library space. Assessments for common costs shall be allocated proportionately to the square footage of each condominium unit. The County shall have the right to participate in the development and review of the office condominium association documents, which shall be prepared to industry standards by the Owner.

F. CAPITAL FACILITIES CONTRIBUTIONS AND CREDITS

Notwithstanding the amounts set forth in Proffer III.F of ZMAP 1994-0017 concerning capital facilities cash contributions, the Owner shall make a cash contribution to the County for each market-rate residential unit approved under ZMAP 2002-0013/ZCPA 2002-0004 in the amount of \$37,660 per single-family detached residential unit, \$22,291 per single-family attached residential unit and \$12,611 per multi-family residential unit (each a "Capital Facilities Contribution"); provided, however, that the Owner shall be permitted to apply as a credit against each Capital Facilities Contribution under this proffer (non-escalated) the sum of \$13,065,000 (the "Total Capital Facilities Credit") that is the total value of the following non-cash capital facilities contributions: (i) \$8,000,000 for the constructed 40,000 square feet of office condominium space and 50% of the related site improvements for the public library referenced in Proffer III.C., above, (ii) \$375,000 for the additional 3 acres for the Water Storage/Pumping Facility Site dedicated pursuant to Proffer III.E., (iii) \$2,090,000 for the conveyance of Public Use Site #3, referenced in Proffer III.G.3. below, to the County, and (iv) \$2,600,000 for the conveyance of Public Use Site #4, referenced in Proffer III.G.4. below, to the County. The Owner may also utilize the Total Capital Facilities Credit as a credit against cash contributions for capital facilities required for other residential units in Stone Ridge approved under ZMAP 1994-0017, with said cash contributions escalated. in accordance with Proffer VII.A. of ZMAP 1994-0017 through the date of approval of this Application. The Owner shall maintain a cumulative accounting of its application of the Total Capital Facilities Credit and shall verify such accounting with the County on a regular basis, but not less than annually. The Owner shall begin payment of the above referenced per unit contribution at the time the cumulative total of per unit capital facilities contributions for market rate residential zoning permits exceeds the Total Capital Facilities Credit of \$13,065,000, and shall thereafter make the per unit contributions in conjunction with the issuance of zoning permits for each market rate unit. Any cash capital facilities contribution required by the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 actually paid to the County and not off-set with the Total Capital Facilities Credit shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 2002-0013/ZCPA 2002-0004.

G. PUBLIC USE SITES

3. Public Use Site #3. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year after the approval of this Application, convey to the County an area of approximately 5.595 acres within Land Bay 7, zoned PD-IP with an approved floor area of 73,115 square feet, as shown on Sheet 4 of the CDP. Upon the conveyance of Public Use Site #3 to the County, the Owner shall receive a commercial floor area credit of 73,115 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers and these proffers, and the capital facilities credit set forth in Proffer III.F. above. Public Use Site #3 shall not be subject to an owner's association.

a. At the time of construction of Millstream Drive Extended, as provided in Proffer II.B.6., the Owner will construct sanitary sewer and water line extensions to points 10 feet inside of Public Use Site #3. The Owner will also coordinate with utility companies and will extend electric, gas and telecommunication lines to a point 10 feet inside the property line of Public Use Site #3. The Owner will provide easements at no cost to the County for the extension of other utilities to Public Use Site #3. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #3 without the written consent of the County.

b. Up until the time of conveyance of Public Use Site #3 to the County, the Owner reserves the right, at its sole option, to rough grade Land Bay 7 in accordance with Exhibit A included on Sheet 4 of the CDP. Such rough grading shall not include any undermining. The Owner will remove all temporarily stored materials from Public Use Site #3 prior to its conveyance to the County. Any other activities within the limits of Public Use Site #3, except for grading and utility work associated with the construction of Millstream Drive Extended, shall be prohibited without the written consent of the County.

4. Public Use Site #4. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year after the approval of this Application, convey to the County Public Use Site #4, zoned PD-CC(SC) with an approved floor area of 29,475 square feet, as shown on Sheet 5 of the CDP, for use as a commuter parking lot with a minimum of 100 parking spaces. Upon the conveyance of Public Use Site #4 to the County, the Owner shall receive a commercial floor area credit of 29,475 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers and these proffers, and the capital facilities credit set forth in Proffer III.F. above. Public Use Site #4 shall not be subject to an owner's association.

a. At such time as adjacent Land Bay EE2A is developed and at the request of the County, the Owner shall construct 100 parking spaces (including curb and gutter, site lighting and landscaping, and bicycle racks for a minimum of 10 bicycles) on Public Use Site #4 (the "Commuter Parking"), and shall be entitled to a reimbursement of the construction costs from the funds contributed under Proffer III.A.2. of ZMAP 1994-0017, to the extent such funds are available. In the event the County desires to construct the commuter parking lot prior to the Owner's development of Land Bay EE2A, the County shall construct the Commuter Parking and may utilize any available funds contributed under Proffer III.A.2. of ZMAP 1994-0017. In either event, the Owner shall coordinate with utility companies and will extend electric lines to a point 10 feet inside the property line of Public Use

Site #4. The Owner, or the commercial owners association, shall be responsible for ordinary maintenance of the landscaping, trash collection and snow removal. The County shall be responsible for all other maintenance and repairs. These responsibilities shall be set forth in the deed of conveyance for Public Use Site #4 and the parties to the deed shall include the commercial owners association.

b. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #4 without the written consent of the County.

VI. ENVIRONMENTAL AND OPEN SPACE

B. OPEN SPACE PROFFERS

3. The trail locations shown on this CDP shall replace the trail locations within the Property shown on previously approved CDPs.

C. STORMWATER MANAGEMENT

Prior to the approval of the first construction plan and profile application in each of the watersheds of the Property, the Owner shall prepare a stormwater management analysis of the portion of the Property within each such watershed. Such study shall be prepared in accordance with the requirements of the Facilities Standards Manual.

1. New and Relocated Outfalls. All new and/or relocated outfalls on the Property shall include forebays at all outfalls to enhance water quality.

G. TREE CONSERVATION AREAS

The Owner is committed to the preservation of trees throughout the Property, as depicted on the CDP. The Owner shall preserve a minimum of 80% of the designated Tree Conservation Areas within each Land Bay, as measured from the perimeter drip line of said areas. To the extent the Owner is able to preserve other trees in areas outside of the designated Tree Conservation Areas within each Land Bay, in consultation with the County Urban Forester, such preserved areas shall be counted towards the tree preservation commitment for each Land Bay. The Owner shall record a Tree Conservation Easement, which easement shall reflect the terms of this proffer, with all record plats that include Tree Conservation Areas identified on the CDP and any alternative Tree Conservation Areas identified during the subdivision review process. Notwithstanding the above, the full Tree Conservation Areas depicted on the CDP for ~~Land Bays 7 and 8~~ PIN: 247-20-9549 adjacent to Millstream Drive shall be preserved.

H. ARCHEOLOGICAL SITE 44LD1187

The Owner shall not disturb archeological site 44LD1187 located in Land Bay 1 and shall protect this site by placing a chain link fence 50 feet from the perimeter of the site prior to the commencement of construction activities for adjacent Northstar Boulevard and Tall Cedars Parkway. Any land disturbance required within the fenced area will be coordinated with the County Archeologist.

VII. MISCELLANEOUS

C. ~~LINKAGE BETWEEN COMMERCIAL AND RESIDENTIAL USES~~

~~1. In lieu of the linkage commitments provided in Proffer VII.C. of the Existing Stone Ridge Proffers, the Application Property shall comply with the following linkage commitment. Prior to the issuance of the first residential zoning permit on the Property, the Owner shall have obtained one or more zoning permits for a cumulative minimum total of two hundred fifty thousand (250,000) gross square feet of commercial (retail, office or industrial) improvements in Stone Ridge. For the purposes of these proffers, "commercial" improvements shall include office (including governmental/public/civic condominium space within office buildings), industrial and retail uses within Stone Ridge and the commercial floor area credits for Public Use Sites #3 and #4, but shall not include free standing institutional uses such as schools, day care centers, governmental buildings and the like that are located on land bays zoned residential unless development of the land bay is specifically administered as PD-IP, PD-OP, or PD-CC(SC).~~

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Owner and Applicant

STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2009, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, L.L.C.

Notary Public

My Commission Expires: _____

Owner

STONE RIDGE COMMUNITY DEVELOPMENT IV, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____ (SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2009, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development IV, L.L.C.

Notary Public

My Commission Expires: _____

Owner

STONE RIDGE BUSINESS PARK ASSOCIATES, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2009, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Business Park Associates, L.L.C.

Notary Public

My Commission Expires: _____

EXHIBIT A

(Refer to Concept Development Plan
dated April 2006 and revised through September 2009)

**EXHIBIT B
STONE RIDGE
PHASING PLAN**

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IA	<p>1. Stone Springs Blvd. (formerly Stone Ridge Pkwy.) from Rt. 50 south to the southern boundary of Land Bays A-2 and E (as shown on the CDP for ZMAP 1994-0017), including intersection improvements at Rt. 50/Stone Springs Blvd. intersection.</p> <p>2. Tall Cedars Pkwy. from the intersection of Stone Springs Blvd. west to Millstream Drive (formerly the entrance to Landbay DD)</p> <p>3. Tall Cedars Pkwy from the intersection of Stone Springs Blvd. east to the intersection with Route 659 will be bonded at this time, but not constructed until Phase IB.</p> <p>The improvements set forth in paragraphs 1 and 2 shall be bonded or under construction prior to the issuance of the first zoning permit.</p>	<p>979 residential 123,500 GFA industrial 100,000 GFA retail</p> <p>(Residential units in Land bays 1, 2, 3, 4 and 5R excluded)</p>
IB	<p>1. Construct Tall Cedars Pkwy. from the Intersection of Stone Springs Blvd. (formerly Stone Ridge Pkwy.) east to Rt. 659.</p> <p>2. Intersection improvements at Rt. 659 & Tall Cedars Pkwy.</p> <p>3. Intersection improvements at Rt. 50/Existing Rt. 659. These improvements will be constructed at an earlier date if Tall Cedars Pkwy. between Stone Springs Blvd. and Rt. 659 are constructed at an earlier date, so as to be constructed concurrently with such improvements to Tall Cedars Pkwy.</p> <p>4. Millstream Drive (formerly Granite Dr.) from Tall Cedars Pkwy. to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>5. Improvements/repairs as necessary to existing Rt. 659 within existing right-of-way.</p>	<p>In addition to the permissible level of development in Phase IA, 179 additional residential units. This would allow a cumulative total through Phase IB of:</p> <p>1,158 total residential 123,500 total GFA industrial 100,000 total GFA retail</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IB	These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase 1A.	
II	<p>1. Millstream Drive (formerly Granite Dr.) east from Stone Springs Blvd. (formerly Stone Ridge Pkwy.) to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>2. Balance of Stone Springs Blvd. south to intersection of Greenstone Dr. (formerly Boulder Dr.).</p> <p>3. Construct additional lane on Rte. 50 eastbound from 500' east of existing Rt. 659/Rt. 50 intersection to 100' east of the south fork of Broad Run on Rt. 50.</p> <p>These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase IB.</p>	<p>In addition to the permissible level of development in Phase IB,</p> <p>1,634 additional residential</p> <p>338,574 additional GFA industrial</p> <p>214,715 additional GFA retail</p> <p>390,872 additional GFA office</p> <p>This would allow a cumulative total through Phase II of:</p> <p>2,792 residential</p> <p>462,074 GFA industrial</p> <p>314,715 GFA retail</p> <p>390,872 GFA office</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>
IIIA	<p>1. Tall Cedars Parkway (4 lanes) from Millstream Drive to entrance to Public Use Site #2.</p> <p>2. Construct third eastbound lane on Rt 50 from 500' east of existing Rt. 659/Rt. 50 intersection to future West Spine Road.</p> <p>3. Route 50/Future West Spine Road intersection improvements.</p> <p>4. Construct third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway.</p> <p>These improvements shall be bonded or under construction prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.</p>	300 residential units in Land Bays 1, 2, 3, 4, and 5R.

IIIB	<ol style="list-style-type: none"> 1. Tall Cedars Parkway (4 lanes) from entrance to Public Use Site #2 to Rt. 659 Relocated. 2. Multi-purpose trail on south side of Route 50, as per proffer II.B.3.(b). 3. Bus shelter at the Park and Ride lot, as per proffer II.H. 4. Two eastern lanes of Northstar Boulevard (formerly Rt. 659 Relocated), from Tall Cedars Parkway to southern boundary of Property.* <p>These improvements shall be bonded or under construction prior to issuance of 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R.</p> <p>* This improvement shall be bonded or under construction prior to the earlier of (i) the issuance of 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the first residential zoning permit in Land Bay 1.</p>	All residential units in Land Bays 1, 2, 3, 4 and 5R.
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EXHIBIT C

ZONING ORDINANCE MODIFICATIONS

1. WITHDRAWN

2. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center

"Section 4-202 Purpose, Size and Location of Individual Districts. (C) Small Regional Center (SC). This district is established to permit the development of small regional centers consisting of individual large and small scale commercial uses selling a broad range of goods or services to a market area beyond the local community. Specialty centers shall be located with controlled access to major collector roads and will be designed, landscaped, and buffered so as to be compatible with neighboring development. When mapped, such district shall be a minimum of twenty (20) acres and a maximum of sixty (60) acres.

Proposed Modification

Allow a minimum district size of 2.9 acres for an incremental addition to the existing PD-CC(SC) zoning district and allow access to Millstream Drive.

3. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center (previously approved under ZMAP 2002-0013/ZCPA 2002-0004)

"Section 4-205 Lot Requirements. (C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. (All Centers) No building, parking, outdoor storage, areas for collection of refuse or loading area shall be permitted closer than (100) feet to any agricultural districts, any existing or planned residential district, or land bays allowing residential uses. No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses or areas are visible from said agricultural and residential areas."

Proposed Modification

The proposed PD-CC(SC) district shall maintain a minimum perimeter yard of 25 feet and a Type 4 buffer next to the adjacent R-16 district.

4. WITHDRAWN

EXHIBIT D

RT. 50/FUTURE WEST SPINE ROAD INTERSECTION IMPROVEMENTS

335663 v401/RE

A-53

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MEMORANDUM

TO: Stephen Gardner, Department of Planning (#62)

FROM: Larr Kelly, Zoning Division, Department of Building and Development (#60)

LJK

DATE: November 23, 2009

RE: ZCPA 2006-0003/ZMAP 2006-0011: Stone Ridge

As requested, I have reviewed the revised draft proffers, dated October 26, 2009, for the above referenced Zoning Concept Plan Amendment/Zoning Map Amendment application. Pursuant to this review, I offer the following comments:

1. In regard to proffer I., in the fourth line thereof, I note that the last revision date for the CDP is listed as "October 23, 2009". While Sheets 2 through 15 show this date, the cover sheet merely states a last revision date of "October 2009". I suggest that the cover sheet reflect the same last revision date as the rest of the sheets.
2. In regard to proffer I.A., in the eighth line thereof, I suggest that the phrase ", shown on the CDP as 'Dulles South Water Tanks Site'" be inserted following the phrase "The water tanks".
3. In regard to proffer I.C.1., in the third line thereof, it is indicated that Land Bay EE2A may be consolidated with "the undeveloped portion" of adjacent Land Bay EE2 for development purposes. The CDP shows a portion of Land Bay EE2 as the "Remaining Portion of Land Bay EE2", with the development potential for 139 multi-family units. If this is the "undeveloped portion" of Land Bay EE2, I suggest that the phrase "Remaining Portion of Land Bay EE2, as shown on the CDP" be substituted for the phrase "the undeveloped portion".
4. In further regard to proffer I.C.1., I note that the CDP shows two areas labeled as "Land Bay EE2A". I suggest that it be clarified which portion or portions of Land Bay EE2A are being referenced in this proffer.
5. In regard to proffer I.C.1.a.(i) in the last line thereof, I suggest that the phrase "the undeveloped portion of adjacent Land Bay EE2" be changed to "the 'Remaining Portion of Land Bay EE2, as shown on the CDP'".
6. In regard to proffer I.D., I suggest that the phrase "Relocated Land Bay EE1A" be changed to "Land Bay EE1A (Relocated)" in order to match what is shown on the CDP.

7. In regard to proffer I.E.2., I note that the applicant has indicated that they shall “demonstrate at the time of final site plan approval for development within Land Bay FF2B that a cumulative minimum of 120,000 square feet of floor area will be achieved within” Land Bay FF2B. I am uncertain whether the reference to “final site plan” is intended to mean the first final site plan. I suggest that this be clarified. I also question whether this is intended to mean that the first final site plan shall contain a minimum of 120,000 square feet of floor area. Again, I suggest that this be clarified.
8. In regard to proffer I.E.2.a., in the first line thereof, I suggest that the phrase “this Land Bay” be changed to “Land Bay FF2B”.
9. In regard to proffer I.E.2.f., in the eighth line thereof, I suggest that the phrase “for a building” be changed to “for each building in Land Bay FF2B”.
10. In further regard to proffer I.E.2.f., I note that the applicant has indicated the intent to have buildings in this Land Bay FF2B meet “certification requirements” of a green building organization. However, I note that there are several different levels of certification available. I suggest that a minimum level be specified.
11. In regard to proffer II.B., in the second paragraph thereof, I note that the applicant has indicated the intent to have all of Phase I and Phase II road improvements, as set forth in Exhibit B, constructed or bonded for construction prior to the issuance of any “zoning permits for the residential units” in Land Bays 1, 2, 3, 4 or 5R. However, this does not cover the possibility of non-residential development in Land Bay 1. I suggest that this provision should apply to any zoning permit in these land bays, and not just zoning permits for residential development.
12. In further regard to proffer II.B., I interpret Exhibit B as indicating that the improvements in Phase IIIA must also be constructed or bonded for construction prior to the issuance of any zoning permits within Land Bays 1, 2, 3, 4, or 5R, but this proffer does not so state. If this interpretation is correct, I suggest that this be clearly stated in the proffer. If this interpretation is not correct, then I suggest that this be clarified.
13. In regard to proffer II.B.2.(c), concerning the possibility that a trail cannot be accommodated within the right-of-way and the applicant is providing an easement for such trail, I suggest that a timing mechanism be included for the provision of such trail easement.
14. In regard to proffer II.B.3., in the last line thereof, I note that the Route 50 improvements are to be “commenced” prior to the issuance of “the first residential zoning permit” in Land Bays 1, 2, 3, 4, or 5R. I suggest that the word

“commenced” be changed to “constructed or bonded for construction”. I also suggest that the word “residential” be deleted so that this refers to the first zoning permit in these land bays.

15. In regard to proffer II.B.4.(c), in the sixth line thereof, there is a reference to “Exhibit D”. I did not receive a copy of this Exhibit. I suggest that this exhibit be attached and that it be referenced by date, title and design firm that created it.
16. In further regard to proffer II.B.4.(c), in the ninth line thereof, the applicant includes a timing mechanism for the Route 50 Intersection Improvements that is tied to the issuance of “the first residential zoning permit” in Land Bays 1, 2, 3, 4, or 5R. I suggest that the word “residential” be deleted, so that the trigger mechanism will be any zoning permit in these land bays.
17. In further regard to proffer II.B.4.(c), in the last sentence thereof, the applicant discusses the acquisition of right-of-way, and indicates that if they are unable to obtain the right of way after a good faith effort, then they shall request the County to use their power of eminent domain. However, it is not clear if the applicant intends to pay for the costs of such eminent domain proceedings. I suggest that this be clarified.
18. In regard to proffer II.B.4.(e), in the fifth line thereof, I suggest that the phrase “four north-bound lanes to accommodate left turns” be changed to read “four north-bound lanes, in order to accommodate left turns”.
19. In regard to proffer II.B.6., in the eighth line thereof, I suggest that the phrase “the approval of a site plan for Land Bay 8” be changed to “the approval of the first site plan for Land Bay 8”.
20. In regard to proffer II.B.6.(a), in the second and third lines thereof, the applicant refers to the “River and Stream Corridor 50-foot management buffer”. The CDP shows a buffer for the Scenic Creek Buffer, and it shows the 100 year floodplain, and then it includes a “50’ Management Buffer”, which is not identified as a River and Stream Corridor buffer. I suggest that this be clarified.
21. In regard to proffer II.B.7., I note that the applicant has indicated that no more than 300 residential zoning permits within the combined Land Bays of 1, 2, 3, 4 and 5R may be issued prior to the construction of the improvements listed in Phase III.B. However, I note that the applicant is contemplating the possible development of non-residential uses in Land Bay 1, which could mean that only 39 residential units remain to be built in Phase III.B. I suggest that the possible development of non-residential uses in Land Bay 1 be addressed somewhere in the Phasing Plan.

22. In regard to proffer II.B.8., I note that the extension of Southpoint Drive is being broken into two phases. Inasmuch as a portion of Southpoint Drive is shown as existing to the east of Gum Springs Road, I do not see why phase two of this improvement is being made contingent on the construction of the West Spine Road from Tall Cedars Parkway to Route 50. I urge staff to consider the appropriateness of this.
23. In regard to proffer II.B.9., I note that the applicant has indicated that Stone Carver Drive shall be constructed with traffic calming measures as depicted on Sheet 15 of the Plans. Sheet 15 shows one intersection with traffic calming measures. If all intersection on Stone Carver Drive are to have such intersections, I suggest that it be clarified that the depicted traffic calming measures will apply at all intersection on Stone Carver Drive.
24. In regard to proffer II.C.3., in the tenth line thereof, I suggest that the phrase "earlier of" be changed to "earlier to occur of".
25. In further regard to proffer II.C.3., in the last two lines thereof, I note that in this instance the applicant has referenced the "issuance of the 1st zoning permit in Land Bay 1" as a trigger mechanism, which would cover the possible development of a non-residential use in that Land Bay. However, Exhibit B, the Phasing Plan, in a note in Phase III.B., it is indicated that the trigger mechanism would be the "issuance of the first residential zoning permit in Land Bay 1". I suggest that this inconsistency be eliminated.
26. In further regard to proffer II.C.3., and the issue of what is the appropriate trigger mechanism, I note that if the extension of Northstar Boulevard occurs upon the issuance of the first zoning permit in Land Bay 1, then there is no guarantee that the extension of Tall Cedars Parkway from the entrance to the public use site #2 to Route 659 Relocated (i.e. Northstar boulevard) will be in place when the extension of Northstar Boulevard occurs. I suggest that consideration be given to tying the provision of the extension of Tall Cedars Parkway to the same timing mechanism as the construction of Northstar Boulevard.
27. In regard to proffer II.F.3., in the fifth line thereof, I suggest that the phrase "undeveloped portion of Land Bay EE2" be changed to "the Remaining Portion of Land Bay EE2, as shown on the CDP".
28. In further regard to proffer II.F.3., I note that there is a potential for a cash contribution for the signal at Stone Springs Boulevard and Millstream Drive, in the event that the warrants are not present at the time specified for the submission of a traffic study, but there is no specific timing mechanism for the provision of such cash contribution. I suggest that this be specified.

29. In regard to proffer II.F.4., in the third line thereof, I suggest that the phrase "the earlier of" be changed to "the earlier to occur of"
30. In further regard to proffer II.F.4., in the fourth line thereof, there is a reference to the "Lenah Loop Road". However, there is no such road shown anywhere on the CDP or the Plans. I suggest that this be clarified.
31. In further regard to proffer II.F.4., I again note that there is a possible cash contribution if warrants are not present at the time the traffic analysis is performed, but that there is no specific timing mechanism for the provision of such cash contribution. I suggest that such a provision be included.
32. In regard to proffer III.B.3., in the third line thereof, I suggest that the phrase "zoning permit in Land Bay 1, 2, 3, 4, or 5R" be changed to read "zoning permit in any of Land Bays 1, 2, 3, 4, or 5R".
33. In regard to proffer III.B.4. I suggest that the phrase "Upon the request of the County" be moved from the fourth line to the beginning of the paragraph.
34. In regard to proffer III.F., I note that the applicant states that they may also utilize the Total Capital Facilities Credit as a credit against cash contributions for capital facilities required for other residential units in Stone Ridge approved under ZMAP 1994-0017, "with said cash contributions escalated in accordance with proffer VII.A. of ZMAP 1994-0017 through the date of approval of this Application". As I read this, it appears to imply that the applicant intends to receive a credit for payments already made, and that the value of the previous payments is to be escalated. I don't think this is appropriate. I suggest that it be clarified that this provision only applies to payments made after the date of approval of this Application.
35. In further regard to proffer III.F., in the last sentence thereof, I suggest that the phrase "actually paid to the County and" be deleted. In addition, in the next to last line of the proffer, I suggest that the phrase "shall be paid to the County and" be inserted prior to the phrase "shall escalate".
36. In regard to proffer III.G.3., I note that the applicant has included a provision that ties receipt of the capital facilities credit set forth in Proffer III.F. to the conveyance of Public Use Site #3. I suggest that this provision is not needed for purposes of receiving the capital facilities credit, as proffer III.F. is sufficient, but such a timing mechanism is needed for purposes of receiving credit against the requirements of proffer VII.C. Linkage Between Commercial and Residential Uses. I suggest that this proffer be clarified by changing the references accordingly. This same comment applies to the similar provision found in proffer III.G.4.

37. In regard to proffer III.G.4., I note that the applicant has indicated the intent to convey Public Use Site #4 "for use as a commuter parking lot with a minimum of 100 spaces". However, in proffer III.G.4.a., the applicant has indicated that the 100 parking spaces are to be constructed when adjacent Land Bay EE2A is "developed". In the first instance, it appears that the parking spaces are to be provided with the conveyance, and in the second instance it appears that the construction is to occur when the adjacent land bay is "developed". I suggest that this inconsistency be eliminated. I also suggest that a more specific trigger mechanism than "developed" be referenced, such as prior to approval of the first site plan.
38. In further regard to proffer III.G.4., I urge staff to review the appropriateness of the applicant's proposed source for reimbursement for the costs of constructing the 100 parking spaces.
39. In regard to proffer VI.B. Open Space Proffers, it appears that proffers VI.B.1 and VI.B.2. are being retained. If there is another intent, then I suggest that this be clarified.
40. In regard to proffer VI.G., in the first line thereof, I suggest that the phrase "within the Tree Conservation Areas shown on the CDP" be inserted prior to the phrase "throughout the Property".
41. In regard to proffer VI.H., the two sentences contain conflicting statements. The first sentence states unequivocally that the applicant "shall not disturb" the referenced archaeology site, while the second sentence suggests that there will be land disturbance. I suggest that this inconsistency be eliminated.
42. In regard to proffer VII.C.1., in the second line thereof, I suggest that the word "Application" be deleted.
43. These proffers will need to be signed by all landowners, and be notarized, prior to the public hearing on this application before the Board of Supervisors.